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FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Federal Communications Commission
Office of Secretary

August 9, 1999

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Ms. Joan Marsh
Director, Federal Government Affairs
AT&T Corp.
Suite 1000
1120 20th Street, NW
Washington, DC 20036

Ms. Susan Eid
Vice President, Federal Relations
MediaOne Group, Inc.
Suite 610
1919 Pennsylvania Ave., NW
Washington, DC 20006

Re: Application for Consent to the Transfer of Control of Licenses
from MediaOne Group, Inc. to AT&T Corp. (CS 99-251)
Requests for Information and Documentary Materials

Dear Ms. Marsh and Ms. Eid:

During recent presentations to Commission staff by AT&T Corp. and MediaOne Group, Inc. regarding their proposed merger, the Cable Services Bureau staff requested supplemental information regarding the merger. We have summarized those requests below. These document and information requests are intended to assist in our consideration of your application for Commission approval of the proposed transfer of control to AT&T of licenses and authorizations controlled or requested by MediaOne or its affiliates or subsidiaries. These requests extend to AT&T, MediaOne and each firm's respective affiliates or subsidiaries, and cover all forms of documentation, including all electronic versions and any copies with notations or interlineations. Please respond to the following document and information requests pertaining to the proposed merger.

AT&T

As requested during the July 28, 1999, presentation by AT&T and MediaOne, please provide the following:

- a) AT&T Corp.- Liberty Media Corporation Intergroup Agreement.
- b) AT&T Corp.-Liberty Media Corporation Intercompany Agreement.

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- c) "Corporate tree" charts showing Liberty Media Corporation's (Liberty) organizational structure, subsidiaries and affiliates, and direct and indirect ownership interests (e.g., indirect interests in News Corp.'s programming interests). These charts should reflect all ownership interests that Liberty will obtain through mergers or acquisitions that have been announced but not consummated (e.g., Liberty's acquisition of indirect interests in Teligent). These charts or accompanying narrative descriptions should specify the rights of Liberty or its affiliates to appoint any officers or directors or otherwise influence or participate in the operation of entities in which it has a direct or indirect ownership interest.
- d) A chart showing AT&T's organizational structure.
- e) All contracts and agreements between AT&T and Microsoft relating to Microsoft's investments in AT&T and AT&T's purchase agreements with Microsoft.
- f) A list of all AT&T properties that have service areas overlapping with MediaOne's properties, including all wireless, cable, local exchange, or other systems providing communications services. This list should include all ownership interests that AT&T, MediaOne or their respective affiliates will obtain through mergers or acquisitions that have been announced but not consummated (e.g., Liberty's acquisition of indirect interests in Teligent).
- g) A description of AT&T's direct and indirect ownership interests in Excite@Home, the @Home Corporation, and AT&T's Worldnet service, and the ownership structure of these entities. This description should specify the rights of AT&T or its affiliates to appoint any officers or directors or otherwise influence or participate in the operation of these entities.
- h) All contracts and agreements between AT&T (including both its cable systems and its non-cable affiliates and subsidiaries such as Worldnet) and Excite@Home or the @Home Corporation relating to broadband or Internet services.
- i) All contracts and agreements between Excite@Home or the @Home Corporation and cable systems unaffiliated with AT&T relating to broadband or Internet services.
- j) All contracts and agreements between AT&T (including both its cable systems and its non-cable affiliates and subsidiaries such as Worldnet) and RoadRunner relating to broadband or Internet services.

As requested during the August 3, 1999, presentation by AT&T, please provide the following:

- a) All contracts and documents relating to AT&T's agreements, negotiations, and strategies for negotiation with content and service providers for the provision of content and services over advanced digital set top boxes deployed by AT&T and its affiliates.
- b) All contracts and documents relating to AT&T's agreements, negotiations, and strategies for negotiation with equipment manufacturers for the provision of advanced digital set top boxes.

- c) A detailed description of AT&T's plans for deployment of advanced digital cable set top boxes over its owned and controlled and affiliated cable systems. This description should specify the services, content and content providers that AT&T plans to provide over its advanced digital set top boxes, and the projected time-table for such roll-out. Produce all documents generated since January 1, 1999, relating to AT&T's plans, strategies, and projections for the provision of services using advanced digital set top boxes.
- d) A detailed discussion of whether subscribers to AT&T's and its affiliates' advanced digital cable set top box services will be limited to the content and content-providers that AT&T or its affiliates choose to provide over their set top boxes. If subscribers' choice would be thus limited, explain in detail whether it is technically feasible to modify cable set top boxes to allow subscribers to access content and content-providers other than those chosen by AT&T or its affiliates. Produce all documents on which AT&T relies to support the forgoing assertions.
- e) A description of AT&T's plans for providing e-mail services to subscribers of AT&T's advanced digital set top box services, including identifying the entities that will provide the e-mail services and related Internet backbone services and their relationship to AT&T.

MediaOne

As requested during the July 28, 1999, presentation by AT&T and MediaOne, please provide the following:

- a) The Time Warner Entertainment partnership agreements.
- b) A description of MediaOne's direct and indirect ownership interests in RoadRunner and the ownership structure of RoadRunner. This description should specify the rights of MediaOne or its affiliates to appoint any officers or directors or otherwise influence or participate in the operation of RoadRunner.
- c) All contracts and agreements between MediaOne or its affiliates and RoadRunner relating to broadband or Internet services.
- d) All contracts and agreements between RoadRunner and cable systems unaffiliated with MediaOne relating to broadband or Internet services.

As requested during the August 4, 1999, presentation by MediaOne, please provide the following:

- a) A detailed description of MediaOne's plans and the status of its upgrade of its cable systems and development of its infrastructure for the provision of telephony and broadband services. This description should include MediaOne's timetable for upgrade to "one-pass" network architecture to provide the full bundle of video, telephony, and high-speed data services, and for the development of supporting financial systems, call center consolidation, etc. This description also should specify the impediments to MediaOne's

deployment plans (e.g., telephone number shortages or problems in interconnection with the incumbent local exchange carrier).

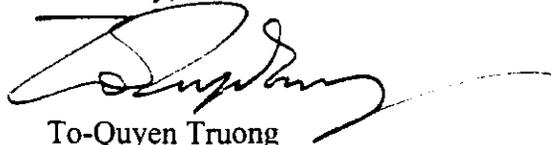
- b) A detailed description of MediaOne's plans and the status of its implementation of its marketing strategy for the provision of telephony and broadband services. This description should include MediaOne's timetable for promoting its new brand name and broadband services, establishing its new marketing database, etc.

Any documentary material requested that contains material deemed proprietary or confidential should be filed with the Commission pursuant to the Protective Order adopted in this proceeding on August 6, 1999. Please note that the process for filing documents containing proprietary or confidential documents will be as follows:

A party filing a confidential document must deliver in person two copies of the confidential document to To-Quyen Truong and Sunil Daluvoy at 445 Twelfth Street, SW, Room 4-A-737. In addition, the party must file with the Secretary's Office one copy of the entire confidential document and two copies of the confidential document in redacted form, each with an accompanying cover letter. The confidential document and accompanying cover letter should be stamped "Confidential - Not for Public Inspection." The two copies of the redacted document and their accompanying cover letter should be stamped "Redacted - For Public Inspection."¹ The cover letters accompanying both sets of documents should state that the party is filing a confidential document and its redacted version. Other than having different stamps (i.e., "Confidential - Not for Public Inspection" or "Redacted - For Public Inspection."), the cover letter should be the same for the confidential and redacted copies. The documents to be filed with the Secretary's Office should be delivered in person at 445 Twelfth Street, SW, Room TW-B204 to: (i) Magalie Roman Salas, Secretary; or in her absence, (ii) William F. Caton, Deputy Secretary.

As agreed during our meetings, in order to expedite the Commission's review of the proposed merger, AT&T and MediaOne should file these documents as they are identified, rather than waiting for all to be prepared for submission. Also as we agreed, Bell Atlantic and MediaOne should provide all requested information and documents within three weeks of the meeting at which we made our original requests. If you have any questions regarding these requests, please do not hesitate to contact me.

Sincerely,



To-Quyen Truong
Associate Chief, Cable Services Bureau

¹ Where the content of the confidential document is redacted in whole, the title of the confidential document may be submitted in place of the actual redacted document.